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STANLEY B. LEWIS

ATTORNEY AT LAW
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June 12, 1999

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

RE: Articles of Incorporation:
CYCLOPS MEDIA, INC.

Dear Sir/Madam:

Enclosed please find the following regarding the above-referenced corporation:

- (1) an original and one copy of the Articles of Incorporation;
- (2) Certificate of Designation for Registered Agent;
- (3) check #325 in the sum of \$78.75 for filing fee and certified copy.

Please file the documents and forward the certified copy to the following:

STANLEY B. LEWIS
ATTORNEY AT LAW
P.O. Box 69-3692
Miami, Florida 33269-3692

Thank you for your attention to this matter.

Sincerely,

Stanley B. Lewis

Stanley B. Lewis
Attorney at Law

Encls.

FILED
99 JUN 14 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WS

ARTICLES OF INCORPORATION

OF

CYCLOPS MEDIA, INC.

FILED
99 JUN 14 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of this Corporation under the provisions of Chapter 607 of the Florida Statutes, as amended, adopt the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is CYCLOPS MEDIA, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is at 6301 Biscayne Boulevard, Suite 204, Miami, Florida 33138.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purposes for which the Corporation is organized are to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Thirty Thousand (30,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may

authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 6301 Biscayne Boulevard, Suite 204, Miami, Florida 33138, and BART MERVIL is the registered agent at that office.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

BART MERVIL
350 NW 195 Terrace
Miami, FL 33169

WILKENS JEUNE
981 NW 116 Street
Miami, FL 33168

LAUGHLIN J. VASSOR
770 NW 117 Street
Miami, FL 33168-2323

ARTICLE IX: INCORPORATORS


The incorporators of the Corporation are as follows:

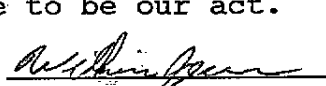
BART MERVIL
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Miami, FL 33168

LAUGHLIN J. VASSOR
770 NW 117 Street
Miami, FL 33168-2323

IN WITNESS WHEREOF, We, BART MERVIL, WILKENS JEUNE, and LAUGHLIN J. VASSOR, the undersigned incorporators, have signed these Articles of Incorporation on this 12th day of June, 1999 and acknowledged the same to be our act.


BART MERVIL


WILKENS JEUNE

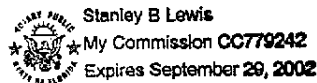

LAUGHLIN J. VASSOR

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 12th day of June, 1999 by BART MERVIL, WILKENS JEUNE, and LAUGHLIN J. VASSOR, all of whom personally appeared before me at the time of notarization, and all of whom have produced a Florida Driver's License respectively as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis
PRINT: STANLEY B. LEWIS



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That CYCLOPS MEDIA, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named BART MERVIL located at 6301 Biscayne Boulevard, Suite 204 in the City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: 

BART MERVIL

DATE: 6/12/99

FILED
99 JUN 14 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FL 06102